

DELEGATION OF POWERS OF GOVERNING BODY**Introduction**

1. Where permissible, the Board of Governors may delegate authority or allocate some of its work to committees, grant delegated authority to the Chairman or a committee to act on its behalf, and delegate responsibility to the Vice-Chancellor as executive head and officers of the University. Such delegations must be clearly defined in writing and be formally approved by the Board of Governors. Having delegated authority to other committees or individuals to act on its behalf, the Board is nevertheless still ultimately accountable and has to accept corporate responsibility for the actions taken.
2. The matters which the Board of Governors must reserve to itself, as a Board, appear at paragraph 5(iv) of the Articles of Government which appear earlier in this Handbook.
3. Beyond this, the Board may choose to:
 - (i) deal with matters directly and exclusively;
 - (ii) may establish a committee and delegate some matters to it to deal with directly;
 - (iii) may establish a committee and delegate consideration, but not final decision, to it over a range of matters;
 - (iv) may delegate some matters to the Chairman of Governors;
 - (v) may delegate some matters to the Vice-Chancellor; either directly, or on the basis of consideration rather than final decision; or
 - (vi) may develop arrangements which incorporate elements of (i) to (v) above .

Delegation to the Chairman of the Board of Governors

4. The Board of Governors may grant delegated authority to the Chairman to act on its behalf between meetings. Action taken under delegated authority will normally consist of business that would not have merited discussion at a Board meeting (such as the signing of routine documents, and detailed implementation of matters already agreed by the Board). Policy on this matter is defined in the Board's Standing Orders.
5. Occasionally, matters may arise which are judged too urgent and important to wait the next meeting of the Board of Governors. The Chairman then has the option of calling a special meeting, consulting the members of the Board by correspondence, or dealing with the matter by Chairman's action. The Chairman is answerable to the Board of Governors for any action taken on its behalf. Where Chairman's action is taken, a report should be made to the next meeting of the Board.

Delegation to Committees of the Board of Governors

6. It is common practice for a governing body to delegate some of its powers and to allocate some of its work to committees. The Board should, however, retain a formal schedule of matters delegated to it for collective decision. These matters include final decisions on issues of corporate strategy; the review and approval of the University's annual estimate of income and expenditure and audited financial statements; and the appointment and dismissal of the Vice-Chancellor and of the Clerk to the Governors. The general areas of responsibility of the Board of Governors are set out in paragraph 3(i) of the Articles of Government.
7. All committees and sub-committees are provided with a clear remit and written terms of reference, clearly stating the extent and limits of the committee's responsibilities and authority. Where a committee is acting under delegated powers it should submit regular reports to the Board of Governors on decisions that it has taken on behalf of the Board.
8. Under the Articles of Government (paragraph 5(ii) refers), the Board is required to establish a committee or committees to deal with matters of finance or employment policy that it chooses to remit. Neither staff nor student Governors may be in membership.
9. Under the Articles (paragraph 5(iii) refers), the Board must also establish an Audit Committee.

Delegation specified in the University's Articles of Association

10. The matters which the Board of Governors must recognise as delegated to the Vice-Chancellor, subject to the responsibilities of the Board of Governors, are set out at paragraph 3(ii) of the Articles.
11. The matters which the Board of Governors must recognise as delegated to the Academic Board; subject to the provisions of these Articles, the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor; are set out at para 3(iii) of the Articles.
12. The extent to which the Board of Governors has established a framework of delegation consistent with its Articles of Government is reflected in the powers set out in the Terms of Reference of the Committees which it has chosen to establish, and which are set out in section 3 of this Handbook; and in any specific delegations to a committee, the Chairman, or the Vice-Chancellor reflected in the minutes of its deliberations. Some of the key general delegations, in the areas of employment and finance, are set out as Annex A and B respectively.
13. It is worth emphasising again that none of these delegations, whether to a committee, the Academic Board, or the Vice-Chancellor, override the Board of Governors' general duty of care of the need of Governors and senior management to ensure that, at all times, the University conducts its affairs

within the law. A decision made outside the framework of delegation may be *ultra vires* and may be subject to legal challenge.

14. The Clerk has an important role to play in advising and, exceptionally, adjudicating on the interpretation and implementation of any power under the University's scheme of delegation.